

**UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

In re: Sears Holdings Corporation, et al.
Liquidating Debtor

Case No: 18-23538 (SHL)
Reporting Period: 7/1/23 – 9/30/23
Federal Tax I.D. #: 20-1920798

**POST-CONFIRMATION CORPORATE QUARTERLY OPERATING REPORT
FOR THE THREE-MONTH PERIOD ENDED SEPTEMBER 30, 2023**

LIQUIDATING DEBTOR ADDRESS: Sears Holdings Corporation, *et al.*
c/o SRZ Liquidating Trust
c/o M-III Partners, LP
1700 Broadway,
19th Floor
New York, NY 10019

LIQUIDATING DEBTOR ATTORNEYS: Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, NY 10153

DISBURSEMENTS (ACTUAL DOLLARS):
FOR THE PERIOD ENDED SEPTEMBER 30, 2023

See Pages 5 – 8

REPORT PREPARER: SRZ Liquidating Trust

The undersigned, having reviewed the attached report and being familiar with the Liquidating Debtor financial affairs, verifies under penalty of perjury, that the information contained therein is complete, accurate, and truthful to the best of my knowledge.

/s/ Mohsin Y. Meghji
Mohsin Y. Meghji
Liquidating Trustee

October 31, 2023

In re: Sears Holdings Corporation, *et al.*
Liquidating Debtor

Case No. 18-23538 (SHL)
Reporting Period: July 1, 2023 – September 30, 2023
Federal Tax I.D. # 20-1920798

BACKGROUND

On October 15, 2018, Sears Holdings Corporation and 49 of its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Liquidating Debtor**,” and together with the Liquidating Debtor non-liquidating debtor affiliates,¹ filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code in the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”). In addition, Liquidating Debtor SHC Licensed Business LLC, SHC Promotions LLC and SRe Holding Corporation filed their voluntary petitions for relief on October 18, 2018, October 22, 2018 and January 7, 2019, respectively. The Liquidating Debtor chapter 11 cases were jointly administered for procedural purposes only pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure under the caption Sears Holdings Corporation., *et al.*, Case No. 18-23538 (RDD) (S.D.N.Y.), pursuant to an order entered by the Bankruptcy Court on October 15, 2018 [ECF No. 118]. On October 15, 2019, the Bankruptcy Court entered the *Order (I) Confirming Modified Second Amended Joint Chapter 11 Plan of Sears Holdings Corporation and Its Affiliated Debtors and (II) Granting Related Relief* [ECF No. 5370]. On September 2, 2022, the Bankruptcy Court entered the *Order Approving Joint Motion of Debtors and Official Committee of Unsecured Creditors for Entry of an Order Approving Settlement Agreements, Granting Related Relief and Authorizing Certain Nonmaterial Plan Modifications in Furtherance of the Effective Date of the Plan* [ECF No. 10629]. On October 31, 2022, the Liquidating Debtor filed the *Notice of the Occurrence of Effective Date* [ECF 10693]. On January 11, 2023, the Bankruptcy Court entered the *Order (I) Entering Final Decree Closing Certain of the Chapter 11 Cases and (II) Granting Related Relief* [ECF 10776].

This Post Confirmation Quarterly Operating Report covers the three-month period from July 1, 2023 through and including September 30, 2023 (the “**QOR**”). This QOR is unaudited, is limited in scope, covers a limited time period, and has been prepared solely for the purpose of complying

¹ The Liquidating Debtor in these chapter 11 cases, along with the last four digits of each Liquidating Debtor federal tax identification number, were as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR - Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Liquidating Debtor corporate headquarters is c/o M-III Partners, LP, 1700 Broadway, 19th Floor, New York, NY 10019

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with the post-confirmation quarterly reporting requirements for chapter 11 debtors. This QOR is not intended to be relied upon as a complete description of the Liquidating Debtor, their business, results of operations, prospects, assets or liabilities. This QOR does not include all the information and footnotes required by generally accepted accounting principles for complete financial statements. Therefore, there can be no assurance that any consolidated financial information presented herein is complete and readers are strongly cautioned not to place undue reliance on this QOR. This QOR should be read in conjunction with the Liquidating Debtor previously filed operating reports.

Notwithstanding any indications of value that may be contained in the Plan or this QOR, no assurance can be given as to the ultimate value that may be ascribed to the Liquidating Debtor various prepetition liabilities or other financial interests.

Additional information regarding the above referenced chapter 11 cases is available on the claims and noticing agent's website: <https://restructuring.primeclerk.com/sears/>.

In future periods, any changes to prior period balances will be reflected in the current quarter QOR.

In re: SEARS HOLDINGS CORPORATION, et al.Case No. 18-23538 (SHL)

Liquidating Debtor

Reporting Period: 7/1/23 - 9/30/23Federal Tax I.D. No. 20-1920798The Quarterly Operating Report (“QOR”) includes activity for the following Debtor:

#	DEBTOR ENTITY NAME	FILING DATE	BANKRUPTCY CASE NUMBER	COMPLETE EIN OR OTHER TAXPAYER I.D.
1.	SEARS HOLDINGS CORPORATION	10/15/18	18-23538	20-1920798

In re: SEARS HOLDINGS CORPORATION, et al.

Liquidating Debtor

QOR-1a

(in US Dollars)

(Unaudited)

Case No. 18-23538 (SHL)

Reporting Period: 7/1/23 - 7/31/23

Federal Tax I.D. No. 20-1920798

SCHEDULE OF DISBURSEMENTS

#	DEBTOR ENTITY NAME	BANKRUPTCY CASE NUMBER	NET CASH DISBURSEMENTS	PLUS: ESTATE DISBURSEMENTS MADE BY OUTSIDE SOURCES (i.e. escrow accounts)	TOTAL DISBURSEMENTS (FOR QUARTERLY FEE PURPOSES)
1.	SEARS HOLDINGS CORPORATION	18-23538	-	-	-
	TOTAL		-	-	-

In re: SEARS HOLDINGS CORPORATION, et al.

Liquidating Debtor

QOR-1b

(in US Dollars)

(Unaudited)

Case No. 18-23538 (SHL)

Reporting Period: 8/1/23 - 8/31/23

Federal Tax I.D. No. 20-1920798

SCHEDULE OF DISBURSEMENTS

#	DEBTOR ENTITY NAME	BANKRUPTCY CASE NUMBER	NET CASH DISBURSEMENTS	PLUS: ESTATE DISBURSEMENTS MADE BY OUTSIDE SOURCES (i.e. escrow accounts)	TOTAL DISBURSEMENTS (FOR QUARTERLY FEE PURPOSES)
1.	SEARS HOLDINGS CORPORATION	18-23538	-	-	-
	TOTAL		-	-	-

In re: SEARS HOLDINGS CORPORATION, et al.

Liquidating Debtor

QOR-1c

(in US Dollars)

(Unaudited)

Case No. 18-23538 (SHL)

Reporting Period: 9/1/23 - 9/30/23

Federal Tax I.D. No. 20-1920798

SCHEDULE OF DISBURSEMENTS

#	DEBTOR ENTITY NAME	BANKRUPTCY CASE NUMBER	NET CASH DISBURSEMENTS	PLUS: ESTATE DISBURSEMENTS MADE BY OUTSIDE SOURCES (i.e. escrow accounts)	TOTAL DISBURSEMENTS (FOR QUARTERLY FEE PURPOSES)
1.	SEARS HOLDINGS CORPORATION	18-23538	-	-	-
	TOTAL		-	-	-

In re: SEARS HOLDINGS CORPORATION, et al.

Liquidating Debtor

QOR-2

(in US Dollars)

(Unaudited)

Case No. 18-23538 (SHL)

Reporting Period: 7/1/23 - 9/30/23

Federal Tax I.D. No. 20-1920798

QTD SUMMARY OF DISBURSEMENTS BY DEBTOR

#	DEBTOR ENTITY NAME	BANKRUPTCY CASE NUMBER	Q3'23			
			TOTAL DISBURSEMENTS (FOR QUARTERLY FEE PURPOSES)			
			JUL. 1 - 31, 2023	AUG. 1 - 31, 2023	SEP. 1 - 30, 2023	JUL. 1 - SEP. 30, 2023
1.	SEARS HOLDINGS CORPORATION	18-23538	-	-	-	-
	TOTAL		-	-	-	-